

FILED**BEFORE THE BOARD OF OIL, GAS AND MINING****OCT 21 2013****DEPARTMENT OF NATURAL RESOURCES****SECRETARY, BOARD OF
OIL, GAS & MINING****STATE OF UTAH**

**IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF)
NEWFIELD PRODUCTION COMPANY)
FOR AN ORDER POOLING ALL)
INTERESTS IN TWO 1,280-ACRE)
DRILLING UNITS ESTABLISHED BY)
THE BOARD'S ORDERS ENTERED IN)
CAUSES NOS. 139-98 AND 139-103 IN)
SECTIONS 15 AND 22, TOWNSHIP 3)
SOUTH, RANGE 2 WEST, U.S.M.,)
DUCHESNE COUNTY, UTAH)**

**HEARING EXAMINER'S
RECOMMENDED FINDINGS
OF FACT AND CONCLUSIONS
OF LAW**

Docket No. 2013-029**Cause No. 139-111**

This Cause came on regularly for hearing before John C. Rogers, Associate Director, Oil and Gas, Utah Division of Oil, Gas and Mining (the "Division"), as the Utah Board of Oil, Gas, and Mining's (the "Board") designated Hearing Examiner, on Wednesday, October 16, 2013, at the hour of 1:30 p.m. in the Auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah. Brad Hill, Oil and Gas Permitting Manager; Dustin Doucet, Petroleum Engineer; and Clinton Dworshak, Compliance and Public Outreach Manager, were present for the Division at the hearing. The Hearing Examiner was represented by Cassidy Wallin, Assistant Attorney General, and the Division was represented by Steven F. Alder, Assistant Attorney General. At the hearing, the Division expressed its support for granting Newfield's Request for Agency Action filed in this Cause (the "Request").

The petitioner, Newfield Production Company ("Newfield"), was represented by Thomas W. Clawson of Van Cott, Bagley, Cornwall & McCarthy, and Robbie Miller, Newfield's Landman, and Mike Jensen, Newfield's Engineering Advisor, testified on behalf of Newfield at the

October 16, 2013 hearing. Mr. Jensen was recognized by the Hearing Examiner as an expert reservoir engineer for the purposes of this Cause.

Several possible mineral interest owners in the lands and minerals subject to Newfield's Request and members of the public were also present at the hearing, but chose not to participate. Other than Newfield, the Division, and the aforementioned possible mineral interest owners and members of the public, no person or party filed a response to Newfield's Request and no other person or party appeared at or participated in the October 16, 2013 hearing.

FINDINGS OF FACT

1. Notices of the time, place, and purposes of the October 16, 2013 hearing and the Board's regularly scheduled October 23, 2013 hearing were mailed to all locatable interested parties by first-class mail, postage prepaid, and were duly published in the Salt Lake Tribune, Deseret Morning News, The Vernal Express, and the Uintah Basin Standard pursuant to the requirements of the Utah Administrative Code ("U.A.C.") Rule R641-106-100. Copies of the Request were mailed to all locatable interested parties pursuant to U.A.C. Rule R641-104-135.

2. Newfield Production Company is a Texas corporation in good standing, having its principal place of business for its Rocky Mountain operations in Denver, Colorado. Newfield is qualified to do and is doing business in Utah.

3. Under that certain Order entered on December 14, 2012, in Cause No. 139-98, the Board established a special 1,280-acre (or substantial equivalent) drilling unit for the production of oil, gas, and associated hydrocarbons from the Uteland Butte Member of the Lower Green River formation (the "Uteland Butte Spaced Interval") defined as:

[T]he stratigraphic equivalent of the interval from 9,140 feet to 9,292 feet MD as identified on the Dual Laterolog run on February 22, 2012 for the Gilbert 9-9-3-3W Well, located in the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 9, Township 3 South, Range 3 West, USM.

4. Under that certain Order entered on May 9, 2013, in Cause No. 139-103, the Board established a special 1,280-acre (or substantial equivalent) drilling unit for the production of oil, gas, and associated hydrocarbons from the Upper Wasatch formation (the "Upper Wasatch Spaced Interval") defined as:

[T]he stratigraphic equivalent of the interval from 8,765 feet to 9,967 feet MD as identified on the Dual Induction Log run on March 7, 1972 in the JW Accawinna #1 Well located in the NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 13, Township 3 South, Range 3 West, USM.

5. Newfield has proposed (or is) drilling the following horizontal wells beneath subject Sections 15 and 22, Township 3 South, Range 2 West, U.S.M. (the "Subject Lands"):

a. Uteland Butte Spaced Interval. Close #4-15-22-3-2WH Well (the "Close Well") whose surface location is located directly north of the Subject Lands in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of adjacent Section 10, Township 3 South, Range 2 West, U.S.M. The Close Well will encounter the top of the Uteland Butte Spaced Interval in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of subject Section 15 and its planned bottomhole location in the Uteland Butte Spaced Interval is in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 22; and

b. Upper Wasatch Spaced Interval. Aubrey #2-15-22-3-2WH Well (the "Aubrey Well") whose surface location is located directly north of the Subject Lands in the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of adjacent Section 10, Township 3 South, Range 2 West, U.S.M. The Aubrey Well will encounter the top of the Upper Wasatch Spaced Interval in the NW $\frac{1}{4}$ NE $\frac{1}{4}$ of subject Section 15 and its planned bottomhole location in the Upper Wasatch Spaced Interval is in the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of subject Section 22.

(The Close Well and the Aubrey Well, collectively, are referred to herein as the "Subject Wells.")

6. The minerals in subject Sections 15 and 22 are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, an Indian allottee, and numerous private (fee) owners as identified in Newfield's Land Exhibits 3-A and 3-B. Newfield and the other working interest owners, Crescent Point Energy U.S. Corp. ("Crescent Point") and Bill Barrett Corporation ("BBC"), have leased 98.056136% of the oil and gas minerals in the Subject Lands. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the operating agreement admitted into evidence and the record as Newfield's Land Exhibit 6 (the "JOA"), which names Newfield as Operator and voluntarily pools the working interests in the Subject Lands. BBC has agreed to voluntarily participate in the drilling of the Subject Wells. At the time of the hearing, Newfield and BBC were completing the negotiations of a joint operating agreement covering the Subject Lands, among other lands. The unleased and uncommitted mineral interests in Sections 15 and 22 are owned by the following parties: Elizabeth O'Neal (0.384616% mineral interest); the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein (0.601563% mineral interest); Janice Ann Thor (0.130208% mineral interest); Anthony Thor (0.130208% mineral interest); Judy C. Harringer (0.130208% mineral interest); Kenneth Maue (0.520833% mineral interest); A.G. Stanger and Phyllis Stanger, c/o Marsha Stanger (0.030819% mineral interest); and Richard T. Corey, Trustee of the Ira N. Corey Trust (0.015409% mineral interest), all as identified in Newfield's Land Exhibit 3-B. On October 15, 2013, the day before the hearing, Janice Ann Thor, Anthony Thor, and Judy C. Harringer verbally agreed to lease their mineral interests to Newfield; however, at the time of the hearing, none of these mineral interest owners had executed an oil and gas lease covering their interests. Newfield indicated at the hearing that if it receives an executed oil and gas lease from any of these mineral interest owners prior to the

Board issuing a final order in this Cause, it will update its Request and the record in this Cause accordingly.

7. Newfield has conducted a thorough title examination of the mineral ownership in the Subject Lands in an effort to identify and locate the owners of those interests, including Elizabeth O'Neal and the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein (together, the "Unlocatable Nonconsenting Owners"). Newfield's efforts to locate the Unlocatable Nonconsenting Owners are described in Newfield's Land Exhibit 5-B. Despite Newfield's diligent search, the Unlocatable Nonconsenting Owners cannot be located.

8. Pursuant to the Board's Order issued in this Cause on September 25, 2013, notice personalized to Elizabeth O'Neal and the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein, was published once a week for two consecutive weeks beginning on September 15, 2013, in the Salt Lake Tribune and Deseret Morning News and for two consecutive weeks beginning on September 17, 2013, and September 18, 2013, in the Uintah Basin Standard and The Vernal Express, respectively (collectively, the "Published Notice"). Newfield filed Proofs of Publication and an Affidavit of Publication regarding the Published Notice on October 15, 2013. The Hearing Examiner hereby takes official notice of the Proofs of Publication and the Affidavit of Publication. The Published Notice provided notice to the Unlocatable Nonconsenting Owners of Newfield's Request, the October 16, 2013 Hearing Examiner's hearing, and the Board's October 23, 2013 hearing, as well as apprising each unlocatable owner of its opportunity to lease its oil and gas minerals or to participate as an owner in the drilling of the Close and Aubrey Wells. The Published Notice also apprised the Unlocatable Nonconsenting Owners of the possibility that the Board may impose up to a 300% penalty on nonconsenting owners.

9. Newfield has made a good faith effort to locate the Unlocatable Nonconsenting Owners. Newfield has in good faith attempted to reach agreement with Janice Ann Thor, Anthony Thor, Judy C. Harringer, Kenneth Maue, A.G. Stanger and Phyllis Stanger, c/o Marsha Stanger, and Richard T. Corey, Trustee of the Ira N. Corey Trust, in subject Sections 15 and 22 (collectively, the “Locatable Nonconsenting Owners”) to either lease their interests or obtain agreements for such owners to bear their proportionate share of the costs of the Close and Aubrey Wells.

10. No Unlocatable Nonconsenting Owner and no Locatable Nonconsenting Owner (together, the “Nonconsenting Owners”) filed a response to the Published Notice or the Request or otherwise participated at the October 16, 2013 hearing.

11. Forced pooling of the Nonconsenting Owners’ interests in the applicable drilling units comprising the Subject Lands will promote the public interest, increase ultimate recovery, prevent waste, and protect the correlative rights of all owners.

12. Evidence presented at the hearing established that the weighted average landowner’s royalty prescribed by Utah Code Ann. § 40-6-6.5(6)(a) is 17.941488% for the leases affecting the Subject Lands. Newfield indicated at the hearing that if it receives additional oil and gas leases from the Nonconsenting Owners prior to the Board issuing a final order in this Cause, it will revise the weighted average royalty calculation (if necessary) and update the record in this Cause accordingly.

13. Newfield’s evidence established that an interest charge of the Prime Rate plus 2% to be imposed on outstanding costs and expenses is reasonable. The “Prime Rate” is defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo ceases

to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah.

14. Newfield provided testimony that the estimated net plugging and abandoning costs for each Subject Well will be and is \$75,000, based on a 100% working interest ownership. These costs are deemed justified, fair, and reasonable.

15. As provided in Newfield's Engineering Exhibits 1 and 2, respectively, the projected ultimate cost of drilling and completing each Subject Well is as follows: (1) Aubrey #2-15-22-3-2WH Well, \$16,072,664; and (2) Close #4-15-22-3-2WH Well, \$11,447,929, each based on a 100% working interest ownership. These costs are deemed justified, fair, and reasonable.

16. There are no written agreements for the pooling of the Nonconsenting Owners' interests in the drilling units comprising the Subject Lands.

17. The A.A.P.L. Form 610-1989 Model Form Operating Agreement introduced into evidence and admitted to the record at the hearing as Land Exhibit 6 (JOA), is a standard form of operating agreement, which contains fair and reasonable terms and conditions and which are commonly used by Newfield and its partners in the vicinity of the Subject Lands. The JOA contains provisions appropriate to govern the relationship between Newfield, as the Operator of the drilling units comprising the Subject Lands and the Subject Wells, and the Consenting and Nonconsenting Owners to the extent those provisions are not inconsistent with the Board's Order and address issues not expressly addressed in the Board's Order, including, without limitation, a provision providing that overhead costs not otherwise covered by the terms of the COPAS attached to the JOA shall be charged on a fixed rate basis.

18. Newfield's evidence established that the risks and costs of drilling and completing each Subject Well support the imposition of a risk compensation nonconsent penalty of 300%. A 300% nonconsent penalty is just, fair, and appropriate.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place, and purposes of the October 16, 2013 hearing and the Board's regularly scheduled October 23, 2013 hearing was given to all interested parties in the form and manner and within the time required by law and the rules and regulations of the Board. Due and regular notice of the filing of the Request was given to all interested parties in the form and manner required by law and the rules and regulations of the Board.

2. Pursuant to Sections 40-6-5 and 40-6-6.5 of the Utah Code, the Board has jurisdiction over all of the interested parties and the subject matter of the Request, and has the power and authority to make and issue the order herein set forth.

3. Good cause appears to grant the Request regarding the force pooling of the mineral interests and working interests of the Nonconsenting Owners in the Uteland Butte Spaced Interval and the Upper Wasatch Spaced Interval beneath the Subject Lands, as provided herein.

4. Declaring the Subject Wells as the authorized wells for the drilling and spacing units established within the Subject Lands is just and reasonable under the circumstances.

5. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for granting the Request.

6. Newfield properly served all mineral interest and working interest owners having legally protected interests, and thereby entitled to notice, by either mailing copies of the Request to those owners or by serving such notice by publication.

7. The Nonconsenting Owners are deemed “nonconsenting owners,” as that term is defined in Utah Code Ann. § 40-6-2(11) as relating to the applicable Subject Wells, and are properly deemed to have refused to agree to bear their respective proportionate share of the costs of drilling and operation of such wells as provided in U.A.C. Rule R649-2-9(1).

8. Newfield, as Operator and on behalf of itself, Crescent Point, and BBC are deemed “consenting owners,” as that term is defined in Utah Code Ann. § 40-6-2(4), as relating to the applicable Subject Wells.

9. The personalized Published Notice to the Unlocatable Nonconsenting Owners is adequate to apprise them of their opportunity to lease their minerals or to participate in the drilling of the Close and Aubrey Wells.

10. Newfield has fully complied with the Board requirements contained in U.A.C. Rule R649-2-9 to make a good faith offer to the Nonconsenting Owners to lease their interests or invite them to participate in the Subject Wells.

11. A 300% risk compensation nonconsent penalty is appropriate for the Subject Wells.

12. The Request and evidence adduced at the October 16, 2013 hearing establish the need for forced pooling upon terms that are just and reasonable.

13. Given the Indian (Tribal and allottee) owned minerals in subject Sections 15 and 22, communitization agreements are required to create proration units in those sections conforming to the Orders in Causes Nos. 139-98 and 139-103. An order force pooling the Nonconsenting Owners’ interests in the drilling units comprising Sections 15 and 22 is required in order for Newfield and the other consenting parties to receive approval of communitization agreements by the appropriate Federal agency pursuant to Federal regulatory guidelines.

14. Pooling the applicable interests of all consenting owners with the Nonconsenting Owners in this Cause will promote the public interest, prevent waste of the oil and gas resources, maximize the potential for ultimate production of those resources, and protect the correlative rights of all owners to their just and equitable shares of the pools in the Uteland Butte Spaced Interval and Upper Wasatch Spaced Interval.

15. The forced pooling of: (1) Elizabeth O'Neal's; (2) the heirs/devisees of Eleanor Stein's, including Andrew Stein's; (3) Janice Ann Thor's; (4) Anthony Thor's; (5) Judy C. Harringer's; (6) Kenneth Maue's; (7) A.G. Stanger's and Phyllis Stanger's; and (8) Richard T. Corey's, Trustee of the Ira N. Corey Trust, interests in the drilling units comprising subject Sections 15 and 22 to the dates of first production for the first Subject Well completed as a producing well in such drilling units, under the terms and conditions set forth in this Order is just and reasonable, and insures all parties will receive their fair and equitable share of production from the Subject Wells.

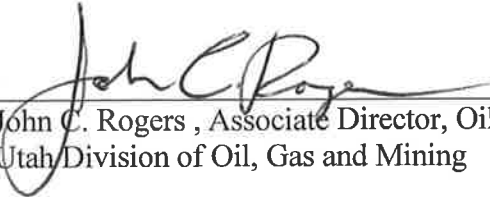
16. Pursuant to U.A.C. Rule R641-108-204, the Hearing Examiner and the Board may take official notice of the Proofs of Publication and Affidavit of Publication as identified in Finding of Fact No. 8.

HEARING EXAMINER'S RECOMMENDATION

I, John C. Rogers, Associate Director, Oil and Gas, Utah Division of Oil, Gas and Mining, acting under Utah Administrative Code Rule R641-113 as the Utah Board of Oil, Gas and Mining's (the "Board") duly-appointed Hearing Examiner in the above-captioned matter, held an evidentiary hearing on the record on October 16, 2013, at the hour of 1:30 p.m., in the Auditorium of the Department of Natural Resources, at 1594 W. North Temple, Salt Lake City, Utah. Based on the evidence received in the record, and based on applicable law, I hereby recommend that the

Board adopt the foregoing "Hearing Examiner's Recommended Findings of Fact and Conclusions of Law."

DATED this 21st day of October, 2013.

By 
John C. Rogers , Associate Director, Oil and Gas
Utah Division of Oil, Gas and Mining

CERTIFICATE OF MAILING

I hereby certify that on this 21st day of October, 2013, I caused a true and correct copy of the foregoing **HEARING EXAMINER'S RECOMMENDED FINDINGS OF FACT AND CONCLUSIONS OF LAW** to be served via E-mail or U.S. Mail, properly addressed with postage prepaid, upon each of the following:

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Attn: Bruce Dart
RT 3 Box 3185
Roosevelt, UT 84066

Anthony Thor
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Dr. Richard Paull
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Bill Barrett Corporation
David Watts
1099 18th Street, #2300
Denver, CO 80202

Newfield Production Company
1001 17th Street, Suite 2000
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Crescent Point Energy U.S. Corp.
555 17th St., Ste 750
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Elizabeth O'Neal
UNLOCATABLE

Andrew Stein
UNLOCATABLE

Estate of Richard A. Waldsmith & Mrs.
Laura Waldsmith
UNLOCATABLE

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